

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

PATRICK L. GEARREN and JAN DEPERRY, on x
Behalf of Themselves and a Class of Persons Similarly :
Situating,

Plaintiffs,

v.

Civil Case No. 08-7890 (RJS)

THE MCGRAW-HILL COMPANIES, INC.; MARTY :
MARTIN; THE PENSION INVESTMENT :
COMMITTEE OF MCGRAW-HILL; ROBERT J. :
BAHASH; HENRY HIRSCHBERG; ALEX :
MATTURRI; JAMES H. MCGRAW, IV; DAVID L. :
MURPHY; JOHN C. WEISENSEEL; KATHLEEN A. :
CORBET; PHIL EDWARDS; THE BOARD OF :
DIRECTORS OF THE MCGRAW-HILL :
COMPANIES, INC.; PEDRO ASPE; SIR WINFRIED :
BISCHOFF; DOUGLAS N. DAFT; LINDA KOCH :
LORIMER; ROBERT P. MCGRAW; HAROLD :
MCGRAW, III; HILDA OCHOA-BRILLEMBOURG; :
SIR MICHAEL RAKE; JAMES H. ROSS; EDWARD :
B. RUST, JR.; KURT L. SCHMOKE; and, SIDNEY :
TAUREL, x

Defendants.

DECLARATION OF RUSSELL L. HIRSCHHORN

RUSSELL L. HIRSCHHORN declares, pursuant to 28 U.S.C. § 1746, that the following is true and correct:

1. I am an associate at the law firm of Proskauer Rose LLP, attorneys for Defendants The McGraw-Hill Companies, Inc. ("McGraw-Hill" or the "Company"), Marty Martin, the Pension Investment Committee of McGraw-Hill, Robert J. Bahash, Henry Hirschberg, Alex Matturri, James H. McGraw, IV, David L. Murphy, John C. Weisenseel, Kathleen A. Corbet, Phil Edwards, the Board of Directors of McGraw-Hill, Pedro Aspe, Sir Winfried Bischoff, Douglas N. Daft, Linda Koch Lorimer, Robert P. McGraw, Harold McGraw,

III, Hilda Ochoa-Brillembourg, Sir Michael Rake, James H. Ross, Edward B. Rust, Jr., Kurt L. Schmoke and Sidney Taurel.

2. Annexed hereto as Exhibit A is a true and correct copy of Exhibit 13 to the Form 10-K filed by McGraw-Hill for the year ending December 31, 2007.

3. Annexed hereto as Exhibit B is a true and correct copy of the Company's 2008-2009 Investor Fact Book.

4. Annexed hereto as Exhibit C is a true and correct copy of the Summary Plan Description for the 401(k) Savings and Profit-Sharing Plan of The McGraw Hill Companies, Inc. and its Subsidiaries, effective January 1, 2008.

5. Annexed hereto as Exhibit D is a true and correct copy of Summary Plan Description for the Standard & Poor's 401(k) Savings and Profit-Sharing Plan for Represented Employees, effective January 1, 2008.

6. Annexed hereto as Exhibit E is a true and correct copy of the Summary Plan Description for the 401(k) Savings and Profit-Sharing Plan of The McGraw Hill Companies, Inc. and its Subsidiaries, effective January 1, 2004.

7. Annexed hereto as Exhibit F is a true and correct copy of the Summary Plan Description for the Standard & Poor's 401(k) Savings and Profit-Sharing Plan for Represented Employees, effective January 1, 2004.

8. Annexed hereto as Exhibit G is a true and correct copy of the 401(k) Savings and Profit-Sharing Plan of The McGraw Hill Companies, Inc. and its Subsidiaries (As Amended and Restated as of January 1, 2007) and amendments thereto.

9. Annexed hereto as Exhibit H is a true and correct copy of the Standard & Poor's 401(k) Savings and Profit-Sharing Plan for Represented Employees (As Amended and

Restated as of January 1, 2007) and amendments thereto.

10. Annexed hereto as Exhibit I is a true and correct copy of the Fund Fact Sheets for The McGraw-Hill Companies Stock Fund for the period September 30, 2006 through December 31, 2008.

11. Annexed hereto as Exhibit J is a true and correct copy of the "Summary Report of Issues Identified in the Commission Staff's Examinations of Select Credit Rating Agencies," dated July 2008.

12. Annexed hereto as Exhibit K is a true and correct copy of a news release entitled "The McGraw-Hill Companies Reports 2008 Earnings Per Share of \$2.51, Including \$0.14 Restructuring Charge," dated January 27, 2009.

13. Annexed hereto as Exhibit L is a true and correct copy of a news release entitled "The McGraw-Hill Companies Increases Dividend for the 36th Consecutive Year," dated January 28, 2009.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: March 5, 2009
New York, NY



RUSSELL L. HIRSCHHORN